

ATTACHMENT B

**ARTICLES OF INCORPORATION AND
CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS**

92726070

File Number

5695-567-



Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF

VARTEC TELECOM, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF TEXAS HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

DEPT. OF RECORDS

\$27.00

T#9999 TRAN 7702 09/30/92 12:44:00

#9523 # *52-726070

COOK COUNTY RECORDER

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

92726070

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 24TH day of AUGUST A.D. 19 92 and of the Independence of the United States the two hundred and 17TH.



George H Ryan
SECRETARY OF STATE

2700 E



The State of Texas

SECRETARY OF STATE

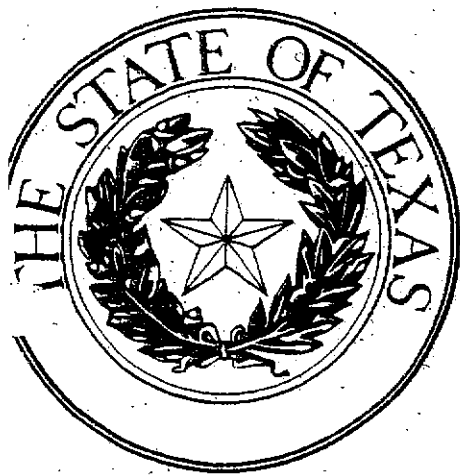
IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

VARTEC TELECOM, INC.
CHARTER NO. 1105487-00

ARTICLES OF INCORPORATION
CHANGE OF REGISTERED OFFICE AND/OR AGENT
ASSUMED NAME CERTIFICATES (2)
ARTICLES OF AMENDMENT
ARTICLES OF AMENDMENT
ASSUMED NAME CERTIFICATE
ARTICLES OF AMENDMENT
ARTICLES OF AMENDMENT
ASSUMED NAME CERTIFICATE

FEBRUARY 27, 1989
DECEMBER 12, 1990
JUNE 21, 1991
JULY 20, 1992
JANUARY 11, 1993
AUGUST 08, 1994
APRIL 20, 1995
JULY 13, 1995
OCTOBER 26, 1995

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 24, 1997.*



Antonio O. Garza, Jr.
Secretary of State

MAC

Vartec/Corp#1

10103603947

ARTICLES OF INCORPORATION

ARTICLE ONE

The name of the Corporation is Vartec National, Inc.

FILED
In the Office of the
Secretary of State of Texas

FEB 27 1989

ARTICLE TWO

The period of its duration is perpetual.

Corporations Section

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Two Million One Hundred Thousand (2,100,000) which shall be issued in the following classes:

- 1) 1,000,000 shares of Class "A" Common shares which shall have no par value and which shall have full rights as provided by the Texas Business Corporation Act.
- 2) 1,000,000 shares of Class "B" Common shares which shall have no par value and no voting rights.
- 3) 100,000 shares of a Single Class of Preferred shares which shall have no par value, and shall have no voting rights, but shall participate in all dividends or other payments to shareholders prior to participation by any Common Shareholders.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of share consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

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ARTICLE SIX

The street address of its initial registered office is 1180 Whispering Oak, DeSoto, Tx 75115 and the name of its initial registered agent at such address is ALVIE JOE MITCHELL, JR.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who will serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified are:

ALVIE JOE MITCHELL, JR.
1180 Whispering Oak
DeSoto, Tx 75115

ARTICLE EIGHT

The name and address of the incorporator is: ALVIE JOE MITCHELL, JR., 1180 Whispering Oak, DeSoto, Tx 75115.

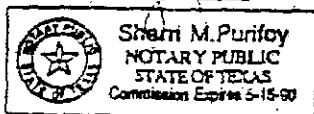
Alvie Joe Mitchell, Jr.
ALVIE JOE MITCHELL, JR., INCORPORATOR

STATE OF TEXAS

COUNTY OF DALLAS

Before me, a notary public, on this day personally appeared ALVIE JOE MITCHELL, JR., known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 24th day of February, 1989.



Sherrin M. Purfoy
NOTARY PUBLIC, STATE OF TEXAS

1 2 1 1 1 1 6
FILED
In the Office of the
Secretary of State of Texas

DEC 12 1990

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT OR BOTH
BY A TEXAS DOMESTIC CORPORATION

Corporations Section

1. The name of the corporation is VARTEX NATIONAL, INC.

2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas before filing this statement is 1180 Whispering Oak,
Desoto, Texas 75115

3. The address, including street and number, to which its registered office is to be changed is c/o C T CORPORATION SYSTEM, 350 N. St. Paul Street,
Dallas, Texas 75201

(Give new address or state "no change")

4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, before filing this statement is Alvin Joe Mitchell, Jr.

5. The name of its new registered agent is C T CORPORATION SYSTEM

(Give new name or state "no change")

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

7. Such change was authorized by: (Check One)

 A. The Board of Directors

 X B. An officer of the corporation so authorized by the Board of Directors.

A. Joe Mitchell, Jr.
An Authorized Officer
A. Joe Mitchell, Jr.
President

ASSUMED NAME CERTIFICATE
OF
VARTEC NATIONAL, INC.

STATE OF TEXAS

COUNTY OF DALLAS

FILED
In the Office of the
Secretary of State of Texas
JUN 21 1991
Corporations Division

I, A. JOE MITCHELL, JR. PRESIDENT of VARTEC NATIONAL, INC., a Texas corporation, for the purpose of complying with Section 36.11 of the Business and Commerce Code of the State of Texas, do hereby certify the following facts:

1. That the assumed name under which the corporation will conduct and transact business is VARTEC TELECOM of Dallas County, Texas.
2. That the true and full name of the corporation conducting or transacting the business is VARTEC NATIONAL, INC. and the charter number or certificate of authority number is 1105487.
3. The state, country, or other jurisdiction under the laws of which the corporation was incorporated is Texas, and the address of its registered or similar office in that jurisdiction is C.T. Corporation System, 350 N. St. Paul, Dallas, Texas 75201. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, Texas 75146.
4. The corporation is required to maintain a registered office in Texas, and the address of the registered office is 350 N. St. Paul, Dallas, Texas, 75201 and the name of its registered agent at this address is C.T. Corporation System. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, Texas 75146.
5. The corporation will use the assumed name from January 1, 1991, until Dec. 31, 2000.

6. The corporation VARTEC NATIONAL, INC., is transacting business under its assumed name in Dallas County Texas.

I have signed this certificate this 10th day of May

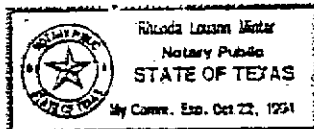
VARTEC NATIONAL, INC.

By: A. Joe Mitchell, Jr. PRESIDENT

STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on May 10, 1991, by A. JOE MITCHELL, JR. of VARTEC NATIONAL, INC., a Texas corporation, on behalf of the corporation.



Rhonda Lavann Minter
Notary Public, State of Texas

My Commission expires: Oct. 22, 1994

ASSUMED NAME CERTIFICATE
OF
VARTEC NATIONAL, INC.

FILED
In the Office of the
Secretary of State of Texas

JUN 21 1991

Corporations Section

STATE OF TEXAS

COUNTY OF DALLAS

I, A. JOE MITCHELL, JR. PRESIDENT of VARTEC NATIONAL, INC., a Texas corporation, for the purpose of complying with Section 36.11 of the Business and Commerce Code of the State of Texas, do hereby certify the following facts:

1. That the assumed name under which the corporation will conduct and transact business is VARTEC TELECOM, INC. of Dallas County, Texas.
2. That the true and full name of the corporation conducting or transacting the business is VARTEC NATIONAL, INC. and the charter number or certificate of authority number is 1105487.
3. The state, country, or other jurisdiction under the laws of which the corporation was incorporated is Texas, and the address of its registered or similar office in that jurisdiction is C.T. Corporation System, 350 N. St. Paul, Dallas, Texas 75201. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, Texas 75146.
4. The corporation is required to maintain a registered office in Texas, and the address of the registered office is 350 N. St. Paul, Dallas, Texas, 75201 and the name of its registered agent at this address is C.T. Corporation System. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, Texas 75146.
5. The corporation will use the assumed name from January 1, 1991, until Dec. 31, 2000.

6. The corporation VARTEC NATIONAL, INC., is transacting business under its assumed name in Dallas County Texas.

I have signed this certificate this 10th day of May.

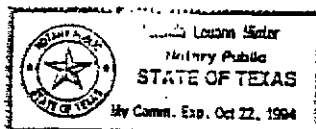
VARTEC NATIONAL, INC.

A. Joe Mitchell, Jr.
By: A. JOE MITCHELL, JR. PRESIDENT

STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on May 10, 1971, by A. JOE MITCHELL, JR. of VARTEC NATIONAL, INC., a Texas Corporation, on behalf of the corporation.



Rhonda Lou Ann Minter
Notary Public, State of Texas

My Commission expires: Oct. 22, 1974

ASSUMED NAME CERTIFICATE

PAGE TWO

FILED
In the Office of the
Secretary of State of Texas

JUL 20 1992

Corporations Section

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE

The name of the corporation is VarTec National, Inc.

ARTICLE TWO

The following amendment to the articles of incorporation was adopted by the shareholders of the corporation on July 14, 1992. RESOLVED, that the corporation hereby changes its corporate name from VarTec National, Inc. to VarTec Telecom, Inc.

The amendment alters Article One of the original articles of incorporation and the full text of the provision altered is now as follows:

The name of the corporation is VarTec Telecom, Inc.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 1000; and the number of shares entitled to vote thereon was 1000.

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

Dated 7/14, 1992.

VarTec National, Inc.

By A. Joe Mitchell, Jr.
A. Joe Mitchell, Jr., President
Its Authorized Officer

VarTec National, Inc.
5501 W. Northwest Blvd. Suite 200
Dallas, Texas 75206
(214) 390-7200
(214) 390-7201

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

Pursuant to the provisions of article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FILED
In the Office of the
Secretary of State of Texas

ARTICLE ONE

The name of the corporation is VarTec Telecom, Inc.

JAN 11 1993

ARTICLE TWO

Corporations Section

The following amendment to the articles of incorporation was adopted by the shareholders of the corporation on December 11, 1992.

BE IT RESOLVED, that the corporation hereby changes its aggregate number of authorized shares from Two Million One Hundred Thousand (2,100,000) to One Thousand (1,000).

BE IT FURTHER RESOLVED, the corporation hereby deletes the entire 1,000,000 shares of Class "B" Common shares and the 100,000 shares of a Single Class of Preferred shares, while reducing the total number of authorized Class "A" Common shares from 1,000,000 to 1,000, thereby amending Article Four of the corporation's Articles of Incorporation dated February 27, 1989, in order to reflect this alteration.

The amendment alters Article Four of the original articles of incorporation and the full text of the provision altered is now as follows:

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000). The shares shall be issued as Class "A" Common shares which shall have no par value and which shall have full rights as provided by the Texas Business Corporation Act.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 1000; and the number of shares entitled to vote thereon was 1000.

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a unanimous consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

Dated January 8, 1993.

VarTec Telecom, Inc.

By A. Joe Mitchell, Jr.
A. Joe Mitchell, Jr., President
Its Authorized Officer

VarTec Telecom
1200 W. McCombs Road
Lawrence, Texas 77125
(214) 250-1200
(214) 250-1201

ASSUMED NAME CERTIFICATE



Ally 08 1994
 Division of State of Texas
 U.T.C.

1. The name of the corporation, limited liability company, limited partnership, or organization, articles of incorporation, articles of organization, certificate of limited partnership, application or comparable document is _____

2. The assumed name under which the business or professional service is or is to be conducted or rendered is _____ U.S. Kennedy Communications

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is _____ Texas, and the address of its registered or similar office in that jurisdiction is _____ 1200 N. Pleasant Run Rd., Lancaster, TX 75146

4. The period, not to exceed 10 years, during which the assumed name will be used is 7-31-2003.
 8-1-94 to

5. The entity is a (circle one) business corporation, non-profit corporation, professional corporation, professional association, limited liability company, registered partnership, or other association (specify) _____

6. If the entity is required to maintain a registered office in Texas, the address of the registered office is _____ 350 N. St. Paul, Dallas, TX 75201 and the name of its registered agent at such address is _____ C.T. Corporation System

7. If the entity is not required to or does not maintain a registered office in Texas, the office address (if not the same as the registered office) is _____ 1200 N. Pleasant Run Rd., Lancaster, TX 75146

8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT") _____

(Certificate must be executed and notarized on the back of this form.)

A. Joe Mitchell, Jr., President

A. Joe Mitchell, Jr.
Signature of officer, general partner, manager,
representative or attorney-in-fact of the entity

Bef^{re} me on this 5th day of August, 1994, personally appeared
A. Joe Mitchell, Jr. and acknowledged to me that he
executed the foregoing certificate for the purposes therein expressed.

(Notary Seal)

Thomas A. Gray
Notary Public, State of Texas

INSTRUCTIONS FOR FILING ASSUMED NAME CERTIFICATE

1. A corporation, limited liability company, limited partnership or registered limited liability partnership, which regularly conducts business or renders a professional service in this state under a name other than the name contained in its articles of incorporation, articles of organization, certificate of limited partnership or application, must file an assumed name certificate with the secretary of state and with the appropriate county clerk in accordance with section 36.11 of the Texas Business and Commerce Code.
2. The information provided in paragraph 6 as regards the registered agent and registered office address in Texas must match the information on file in this office. To verify the information on file with this office, you may contact our corporate information unit at (512) 463-5555. Forms to change the registered agent/office are available from this office should you require to update this information.
3. A certificate executed and acknowledged by an attorney-in-fact shall include a statement that the attorney-in-fact has been duly authorized in writing by his principal to execute and acknowledge the same.
4. For purposes of filing with the secretary of state, the assumed name registrant should submit an originally executed assumed name certificate accompanied by the filing fee of \$25 to the Secretary of State, Statutory Filings Division, Corporations Section, P.O. Box 13697, Austin, Texas 78711-3697. The phone number is (512) 463-5582, TDD: (800) 735-2989, FAX: (512) 463-5709.
5. All assumed name certificates to be filed with the county clerk must be forwarded directly to the appropriate county clerk by the assumed name registrant.
6. Whenever an event occurs that causes the information in the assumed name certificate to become materially misleading (eg. change of registered agent/office or a change of name), a new certificate must be filed within 60 days after the occurrence of the events which necessitate the filing.
7. A registrant that ceases to transact business or render professional services under an assumed name for which a certificate has been filed may file an abandonment of use pursuant to the Texas Business and Commerce Code, §36.14. Forms for this purposes are available from this office.

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ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a unanimous consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

Dated July 10, 1995.

Vartec Telecom, Inc.

By

A. Joe Mitchell, Jr.
A. Joe Mitchell, Jr., President
Its Authorized Officer